

# 51-102F3

## Material Change Report

1. **Name and Address of Company**

BRS Resources Ltd.  
Suite 575 – 510 Burrard Street  
Vancouver, B.C. V6C 3E8

2. **Date of Material Change**

July 13, 2016

3. **News Release**

The news release dated July 13, 2016 was disseminated via the Stockwatch and Market News and filed on SEDAR on July 13, 2016.

4. **Summary of Material Change**

BRS Announces AleAnna Completes Acquisition of Upstream Gas Assets in Italy from ENEL.

5. **Full Description of Material Change**

**5.1 Full Description of Material Change**

See attached

**5.2 Disclosure for Restructuring Transactions**

Not applicable

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

7. **Omitted Information**

Not applicable

8. **Executive Officer**

For further information, contact  
Byron Coulthard  
President & CEO  
Telephone: 604-657-7004

9. **Date of Report**

July 13, 2016



**FOR IMMEDIATE RELEASE**

**AleAnna completes acquisition of Upstream Gas Assets  
in Italy from ENEL**

**Rome, July 13<sup>th</sup>, 2016** – BRS Resources through its membership interest in AleAnna Energy's wholly owned subsidiary AleAnna Resources LLC, and newly formed AleAnna Europa Srl, announces it has completed the acquisition of all of the Italian assets in the upstream gas sector held by ENEL, through ENEL's wholly-owned subsidiary ENEL Longanesi Developments Srl ("ELD").

AleAnna Europa Srl will acquire 100% of the quota shares of ELD. ELD is the holder of 21 applications and permits for onshore gas and offshore gas exploration in Italy. ELD will be renamed AleAnna Italia Srl. The maximum consideration for the sale is 30 million euros, of which a portion (about 7 million euros) was paid at closing, while additional deferred consideration will be earned after the Longanesi gas field in Emilia Romagna enters into production and depending upon natural gas prices.

**ON BEHALF OF THE BOARD OF DIRECTORS**

President/CEO Byron Coulthard

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*Disclaimer for Forward-Looking Statements*

This press release includes certain "forward-looking statements." Forward-looking statements are statements or projections that involve various risks and uncertainties regarding future events related to BRS. Actual results may differ materially from those currently anticipated due to a number of factors beyond the control of BRS including any negative change in the law, regulatory or political environment which would negatively affect BRS's or AleAnna's ability to obtain permits necessary for drilling; BRS/AleAnna's lack of sufficient financing to proceed with proposed drilling; the continued price and demand for natural gas; BRS's ability to hire and retain personnel necessary to successfully operate its business; the speculative nature of natural resource exploration activities; changes in operating costs; changes in economic conditions and conditions in the resource, foreign exchange and other financial markets; changes in investments and exploration expenditure levels; litigation, legislation, environmental, judicial, regulatory, political and competitive developments in areas in which BRS operates; technological, mechanical and operational difficulties encountered in connection with the BRS' activities; and other risk factors detailed in BRS' various filings filed on SEDAR at [www.sedar.com](http://www.sedar.com). You are urged to consider these factors carefully in evaluating the forward-looking statements contained herein and are cautioned not to place undue reliance on such forward-looking statements, which are qualified in their entirety by these cautionary statements. These forward-looking statements are made as of the date hereof and BRS disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, unless required by applicable law.